

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-90273 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED² AGENDA FOR HEARING
ON MOTIONS SCHEDULED FOR OCTOBER 11, 2022
AT 9:00 A.M. (PREVAILING CENTRAL TIME), BEFORE JUDGE ISGUR AT
THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT
OF TEXAS, AT COURTROOM 404, 515 RUSK STREET, HOUSTON, TEXAS 77002**

I. Matters Going Forward.

- 1. Bidding Procedures Motion.** *Debtors' Emergency Motion for Entry of (I) an Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(H) and 6006(D) [Docket No. 91].*

Related Documents.

- A. Hamilton Declaration.** *Declaration of Ryan Hamilton in Support of Debtors' Bidding Procedures Motion [Docket No. 145].*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Amended items appear in **bold**.

- B. **First Day Declaration.** *Declaration of Harold Coulby, Corporate Treasurer & Interim Chief Financial Officer of the Debtors, in Support of the Chapter 11 Petitions and First Day Pleadings* [Docket No. 22].

Responses.

- A. **Sphere 3D Limited Objection.** *Limited Objection and Reservation of Rights of Sphere 3D Corp. in Connection with the Debtors' Proposed Sale of Assets and Potential Assumption and Assignment of Executory Contracts* [Docket No. 136]
- B. **TZ Capital Holdings Limited Objection.** *TZ Capital's Limited Objection to, and Reservation of Rights Regarding, the Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (D) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d)* [Docket No. 150].
- C. **Marathon Digital Objection.** *Objection and Reservation of Rights of Marathon Digital Holdings, Inc. to and Regarding Debtors' Emergency Motion for Entry of (I) an Order (A) Approving de Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Assets Free and Clear of All Encumbrances as well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (II) an Order (A) Authorizing the Sale of the Debtors' Assets Free and Clear of All Encumbrances, (B) Approving Asset Purchase Agreements, (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Waiving Stay Provisions Pursuant to Bankruptcy Rules 6004(h) and 6006(d)* [Docket No. 152].
- D. **Committee Limited Objection.** *Official Committee of Unsecured Creditors' Limited Objection and Reservation of Rights in Connection with the Debtors' Proposed Bidding Procedures and Sale of Assets* [Docket No. 158].

- E. **Generate Limited Objection.** *Generate Lending, LLC's Limited Objection and Reservation of Rights to the Debtors' Emergency Motion for Entry of the Bidding Procedures/De Minimis Asset Sale Order* [Docket No. 164].
- F. **Revised Proposed Order.** *Notice of Filing of Revised Proposed Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Assumption and Assignment Procedures and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter Into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a further Hearing on the Approval of the Debtors' Proposed Bidding Procedures, Rejection Procedures, and Related Relief* [Docket No. 173].

Status: This matter is going forward.

- 2. **Stay Enforcement Motion.** *Debtors' Emergency Motion for Entry of an Order Pursuant to Sections 105(a), 362, and 542 of the Bankruptcy Code Enforcing the Automatic Stay, Compelling Turnover of Property of the Estate, and Sanctioning NextEra Energy and Its Affiliates for Violation of the Automatic Stay* [Docket No. 165].

Related Documents.

- A. **Hamilton Declaration.** *Declaration of Ryan Mersch in Support of Debtors' Stay Enforcement Motion* [Docket No. 166].

Status: This matter is going forward.

[Remainder of Page Intentionally Left Blank]

Dated: October 11, 2022
Houston, Texas

/s/ James T. Grogan III

PAUL HASTINGS LLP

James T. Grogan III (TX Bar No. 24027354)
600 Travis Street, 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-3100
Email: jamesgrogan@paulhastings.com

-and-

Luc Despins (admitted *pro hac vice*)
Sayan Bhattacharyya (admitted *pro hac vice*)
Daniel Ginsberg (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Email: lucdespins@paulhastings.com
sayanbhattacharyya@paulhastings.com
danielginsberg@paulhastings.com

-and-

Matthew Micheli (admitted *pro hac vice*)
Michael Jones (admitted *pro hac vice*)
71 South Wacker Drive, Suite 4500
Chicago, Illinois 60606
Telephone: (312) 499-6000
Facsimile: (312) 499-6100
Email: mattmicheli@paulhastings.com
michaeljones@paulhastings.com

Proposed Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on October 6, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ James T. Grogan III

James T. Grogan III